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OF COUNSEL
URBAN A. LESTER

April 6, 1999

RECORDATION NO 16689-S,T FILED

APR 6 '99

3-15 PM


Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D C 20423

Re Rail Trust No 89-7

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U S C Section 11301(a), are two (2) copies each of Lease Supplement No 9 and Security Agreement and Trust Indenture Supplement No. 8, both dated March 15, 1999, and both being secondary documents as defined in the Board's Rules for the Recordation of Documents.

The enclosed documents relate to the Equipment Lease and Trust Indenture previously filed with the Commission under Recordation Number 16689

The names and addresses of the parties to the enclosed documents are

Lease Supplement No 9

| | |
|--------|--|
| Lessor | First Security Bank 79 South Main Street Salt Lake City, Utah 84111 |
| Lessee | GE Capital Railcar Associates, Inc 33 West Monroe Street Chicago, Illinois 60603 |

Mr Vernon A. Williams
April 6, 1999
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Security Agreement and Trust Indenture
Supplement No 8

Owner Trustee: First Security Bank
79 South Main Street
Salt Lake City, Utah 84111

Security Trustee: U S. Bank Trust National Association
(f/k/a First Trust National Association)
111 East Wacker Drive, Suite 3000
Chicago, IL 60601

A description of the railroad equipment for which reporting marks and road numbers are being changed is set forth on Schedule A attached to each document.

Also enclosed is a check in the amount of \$52 00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed documents to the undersigned

Very truly yours,



Robert W Alvord

RWA/bg
Enclosures

RECORDATION NO. 16689-S

FILED

**LEASE SUPPLEMENT NO. 9
TO RAIL TRUST 89-7**

APR 6 '99

3-15 PM

LEASE SUPPLEMENT NO. 9 ("LEASE SUPPLEMENT NO. 9) between FIRST SECURITY BANK, N.A. f/k/a First Security Bank of Utah, N.A., a national banking corporation, in its individual capacity as expressly provided herein and otherwise solely as Owner Trustee ("Lessor") under RAIL TRUST NO. 89-7, and GE CAPITAL RAILCAR ASSOCIATES, INC., a Delaware corporation ("Lessee"), as assignee in interest to Itel Rail Corporation.

WHEREAS, Lessee leased from Lessor certain units of railroad equipment pursuant to an Equipment Lease Agreement (the "Equipment Lease") as supplemented, dated as of December 14, 1989, between Lessor and Lessee, which was filed and recorded with the Interstate Commerce Commission ("ICC") (predecessor to the Surface Transportation Board "STB") pursuant to 49 U.S.C. Section 11303(a) on December 28, 1989 and given Recordation No. 16689; and

WHEREAS, pursuant to Section 4.2 of the Equipment Lease, Lessee shall file periodic supplements to the Equipment Lease to reflect changes in the reporting marks of certain of the units of Equipment.

NOW, THEREFORE, pursuant to the premises and the covenants and promises contained in the Equipment Lease, the parties hereby agree as follows:

1. All capitalized terms used herein shall have the meanings ascribed to them in the Equipment Lease, unless otherwise stated.

2. The Equipment Lease is hereby supplemented as follows:

- (i) Schedule A attached hereto reflects changes in the reporting marks
of certain units of Equipment for the period January 1, 1998
December 31, 1998

3. This Lease Supplement No. 9 may be executed in any number of counterparts,
all of which taken together shall constitute one and the same Lease Supplement No. 9, and
any party hereto may execute this Lease Supplement No. 9 by signing one or more
counterparts

LESSOR:

**FIRST SECURITY BANK, N.A. f/k/a First
Security Bank of Utah, N.A.**
not in its individual capacity but solely as Owner
Trustee under Rail Trust No. 89-7

By: Jamie Mackay
Name: **Jamie A. Mackay**
Title: **Assistant Trust Officer**
Date: **3/15/99**

LESSEE:

GE CAPITAL RAILCAR ASSOCIATES, INC.
as assignee in interest to IteL Rail Corporation

By: _____
Name: _____
Title: _____
Date: _____

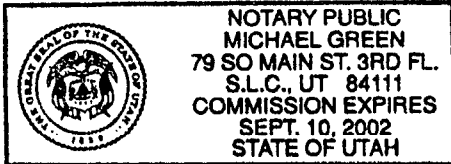
ACKNOWLEDGED BY:

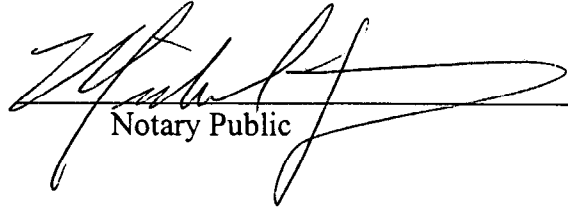
U.S. BANK TRUST NATIONAL ASSOCIATION
as Indenture Trustee

By: _____
Name: _____
Title: _____
Date: _____

STATE OF UTAH)
) SS
COUNTY OF SALT LAKE)

On this 15th day of March, 1999, before me personally appeared
Jamie A. Mackay, personally known to me to be the person who executed this
instrument as Assistant Trust Officer of FIRST SECURITY BANK, N.A.,
and acknowledged to me that the corporation executed it.




Notary Public

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

On this ____ day of _____, 1999, before me personally appeared
_____, personally known to me to be the person who executed this
instrument as _____ GE CAPITAL RAILCAR
ASSOCIATES, INC., and acknowledged to me that the corporation executed it.

Notary Public

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

On this ____ day of _____, 1999, before me personally appeared
_____, personally known to me to be the person who executed this
instrument as _____ U.S. BANK TRUST NATIONAL
ASSOCIATION, and acknowledged to me that the corporation executed it.

Notary Public

2. The Equipment Lease is hereby supplemented as follows:

- (1) Schedule A attached hereto reflects changes in the reporting marks of certain units of Equipment for the period January 1, 1998
December 31, 1998.

3. This Lease Supplement No. 9 may be executed in any number of counterparts, all of which taken together shall constitute one and the same Lease Supplement No. 9, and any party hereto may execute this Lease Supplement No. 9 by signing one or more counterparts

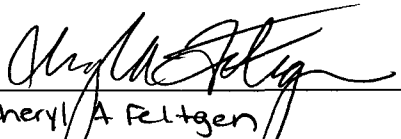
LESSOR:

FIRST SECURITY BANK, N.A. f/k/a First Security Bank of Utah, N.A.
not in its individual capacity but solely as Owner
Trustee under Rail Trust No. 89-7

By: _____
Name:
Title:
Date:

LESSEE:

GE CAPITAL RAILCAR ASSOCIATES, INC.
as assignee in interest to Iteq Rail Corporation

By: 
Name Cheryl A. Feltgen
Title Executive Vice President
Date 4/5/99

ACKNOWLEDGED BY:

U.S. BANK TRUST NATIONAL ASSOCIATION
as Indenture Trustee

By _____
Name.
Title.
Date:

STATE OF UTAH)
) SS
COUNTY OF SALT LAKE)

On this ____ day of _____, 1999, before me personally appeared _____, personally known to me to be the person who executed this instrument as _____ of FIRST SECURITY BANK, N.A., and acknowledged to me that the corporation executed it.

Notary Public

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

On this 5th day of April, 1999, before me personally appeared Cheryl A. Feltgen, personally known to me to be the person who executed this instrument as Executive Vice President GE CAPITAL RAILCAR ASSOCIATES, INC. and acknowledged to me that the corporation executed it.



Ricki Knapp
Notary Public

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

On this ____ day of _____, 1999, before me personally appeared _____, personally known to me to be the person who executed this instrument as _____ U.S. BANK TRUST NATIONAL ASSOCIATION, and acknowledged to me that the corporation executed it.

Notary Public

2. The Equipment Lease is hereby supplemented as follows:

- (i) Schedule A attached hereto reflects changes in the reporting marks
of certain units of Equipment for the period January 1, 1998
December 31, 1998.

3. This Lease Supplement No. 9 may be executed in any number of counterparts,
all of which taken together shall constitute one and the same Lease Supplement No. 9, and
any party hereto may execute this Lease Supplement No. 9 by signing one or more
counterparts

LESSOR:

**FIRST SECURITY BANK, N.A. f/k/a First
Security Bank of Utah, N.A.**
not in its individual capacity but solely as Owner
Trustee under Rail Trust No. 89-7

By: _____
Name:
Title:
Date:

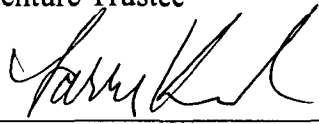
LESSEE:

GE CAPITAL RAILCAR ASSOCIATES, INC.
as assignee in interest to Itel Rail Corporation

By: _____
Name:
Title:
Date:

ACKNOWLEDGED BY:

U.S. BANK TRUST NATIONAL ASSOCIATION
as Indenture Trustee

By:  _____
Name: LARRY KUSCH
Title: Asst. Vice President
Date: 3/25/99

STATE OF UTAH)
) SS
COUNTY OF SALT LAKE)

On this ____ day of _____, 1999, before me personally appeared _____, personally known to me to be the person who executed this instrument as _____ of FIRST SECURITY BANK, N.A., and acknowledged to me that the corporation executed it.

Notary Public

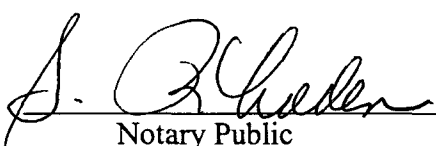
STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

On this ____ day of _____, 1999, before me personally appeared _____, personally known to me to be the person who executed this instrument as _____ GE CAPITAL RAILCAR ASSOCIATES, INC., and acknowledged to me that the corporation executed it.

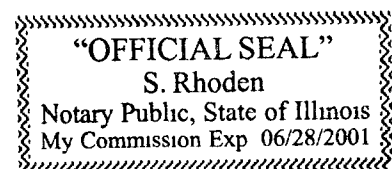
Notary Public

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

On this 25th day of March, 1999, before me personally appeared LARRY KUSCH, personally known to me to be the person who executed this instrument as Asst. Vice President U.S. BANK TRUST NATIONAL ASSOCIATION, and acknowledged to me that the corporation executed it.



Notary Public



SCHEDULE A
CAR MARK CHANGES 1/1/98-12/31/98

OLD
CAR MARK OLD
CAR NUMBER

| | |
|------|-------|
| FRDN | 3017 |
| KBSR | 23821 |
| KBSR | 26822 |
| PPU | 5063 |
| PPU | 5064 |
| PPU | 5065 |
| PPU | 5066 |
| PPU | 5072 |
| PPU | 5073 |
| PPU | 5074 |
| PPU | 5076 |
| PPU | 5078 |
| PPU | 5079 |
| PPU | 5081 |

NEW
CAR MARK NEW
CAR NUMBER

| | |
|------|-------|
| PLCX | 17029 |
| USLX | 20022 |
| USLX | 26087 |
| IAIS | 5063 |
| IAIS | 5064 |
| IAIS | 5065 |
| IAIS | 5066 |
| IAIS | 5072 |
| IAIS | 5073 |
| IAIS | 5077 |
| IAIS | 5076 |
| IAIS | 5078 |
| IAIS | 5079 |
| IAIS | 5080 |